
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☐ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- ☐ Definitive Proxy Statement
- ☒ Definitive Additional Materials
- ☐ Soliciting Material under §240.14a-12

Big Lots, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required.
- ☐ Fee paid previously with preliminary materials.
- ☐ Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a6(i)(1) and 0-11
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ATTN: GENERAL COUNSEL
4900 EAST DUBLIN-GRANVILLE ROAD
COLUMBUS, OH 43081

Your **Vote** Counts!

BIG LOTS, INC.

2023 Annual Meeting

Vote by May 22, 2023

11:59 PM EDT



V06776-P90299-Z84641

You invested in BIG LOTS, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the shareholder meeting to be held on May 23, 2023.**

Get informed before you vote

View the Notice of Annual Meeting of Shareholders and Proxy Statement and Annual Report on Form 10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 9, 2023. If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit **www.ProxyVote.com**

Control #

Smartphone users

Point your camera here and
vote without entering a
control number



Vote in Person at the Meeting*

May 23, 2023
10:00 A.M. EDT

4900 East Dublin-Granville Road
Columbus, Ohio 43081

*Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

V1.1

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming shareholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommendations										
<p>1. ELECTION OF DIRECTORS. The Board of Directors recommends a vote <u>FOR</u> the election of the nominees named below:</p> <table border="0"> <tr> <td>01) Sandra Y. Campos</td><td>06) Christopher J. McCormick</td></tr> <tr> <td>02) James R. Chambers</td><td>07) Kimberley A. Newton</td></tr> <tr> <td>03) Sebastian J. DiGrande</td><td>08) Nancy A. Reardon</td></tr> <tr> <td>04) Marla C. Gottschalk</td><td>09) Wendy L. Schoppert</td></tr> <tr> <td>05) Cynthia T. Jamison</td><td>10) Bruce K. Thorn</td></tr> </table> <p>If any nominee named for election as a director is unable to serve or for good cause will not serve, common shares represented by proxies will be voted for such substitute nominee(s) as recommended by Big Lots' Board of Directors.</p>	01) Sandra Y. Campos	06) Christopher J. McCormick	02) James R. Chambers	07) Kimberley A. Newton	03) Sebastian J. DiGrande	08) Nancy A. Reardon	04) Marla C. Gottschalk	09) Wendy L. Schoppert	05) Cynthia T. Jamison	10) Bruce K. Thorn	<p>✓ For</p>
01) Sandra Y. Campos	06) Christopher J. McCormick										
02) James R. Chambers	07) Kimberley A. Newton										
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04) Marla C. Gottschalk	09) Wendy L. Schoppert										
05) Cynthia T. Jamison	10) Bruce K. Thorn										
<p>2. APPROVAL OF THE AMENDED AND RESTATED BIG LOTS 2020 LONG-TERM INCENTIVE PLAN. The Board of Directors recommends a vote <u>FOR</u> the approval of the Amended and Restated Big Lots' 2020 Long-Term Incentive Plan.</p>	<p>✓ For</p>										
<p>3. APPROVAL, ON AN ADVISORY BASIS, OF THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS. The Board of Directors recommends a vote <u>FOR</u> the approval of the compensation of Big Lots' named executive officers, as disclosed in the Proxy Statement pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion accompanying the tables.</p>	<p>✓ For</p>										
<p>4. VOTE, ON AN ADVISORY BASIS, ON THE FREQUENCY OF THE SAY ON PAY VOTE. The Board of Directors recommends that you vote for holding an advisory vote on the compensation of Big Lots named executive officers every <u>1 YEAR</u>.</p>	<p>1 Year</p>										
<p>5. RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL YEAR 2023. The Board of Directors recommends a vote <u>FOR</u> the ratification of the appointment of Deloitte & Touche LLP as Big Lots' independent registered public accounting firm for the 2023 fiscal year.</p>	<p>✓ For</p>										

If any other matter properly comes before the Annual Meeting, common shares represented by proxies will be voted in accordance with the recommendation of the Board of Directors on such matters.

Only shareholders of record at the close of business on the record date, March 24, 2023, are entitled to notice of and to vote at the Annual Meeting and any postponement or adjournment thereof.

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Sign up for E-delivery".